

RECORDATION NO. 30048 FILED

DEC 29 '11 -5 55 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 29, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement - Amended and Restated Schedule No. 3, dated as of December 29, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: EOG Resources, Inc.  
31 W Broad Oaks Drive  
Houston, TX 77056

Chief, Section of Administration  
December 29, 2011  
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A description of the railroad equipment covered by the enclosed document is:

200 covered hopper railcars: AOKX 494400 – AOKX 494599.

A short summary of the document to appear in the index is.

Memorandum of Lease Agreement - Amended and Restated Schedule No. 3.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

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***MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING COMPANY LLC ("LESSOR")***

***AND***

***EOG RESOURCES, INC. ("LESSEE")***

***December 29, 2011***

***AMENDED AND RESTATED SCHEDULE NO. 3***

***DECEMBER 29, 2011***  
***EFFECTIVE DECEMBER 8, 2010***

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Memorandum of Amended and Restated Schedule No. 3 dated as of December 29, 2011 and effective as of December 8, 2010, to a Lease Agreement made and entered into May 9, 2011 and effective October 1, 2010, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and BOG Resources, Inc., a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two hundred (200) newly built, 3,250 c.f. capacity cement covered hopper railcars, bearing reporting marks and numbers as set forth on Exhibit A hereto.
2. Amended and Restated Schedule No. 3 to the Lease Agreement shall be effective as of December 8, 2010, and shall be subject to the lease term, as described in the Lease Agreement and Amended and Restated Schedule No. 3, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING COMPANY LLC

BY: 

NAME: Larry Stanley

TITLE: Vice President

LESSEE:

BOG RESOURCES, INC.

BY:  RLT

NAME: Gary L. Thomas

TITLE: Chief Operating Officer  
JLO

STATE OF OREGON )  
 ) ss  
COUNTY OF CLACKAMAS )

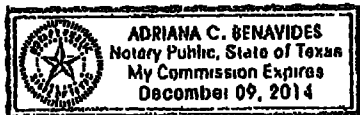
On this 21th day of December, 2011, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is the Senior Vice President of Greenbrier Leasing Company L.L.C and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Sheri Clarke Grether  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF TEXAS )  
 ) ss  
COUNTY OF HARRIS )

On this 29th day of December, 2011, before me personally appeared GARY L. THOMAS, to me personally known, who being by me duly sworn, says that s/he is the CHIEF OPERATIONS OFFICER of EOG Resources, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.



Adriana C. Benavides  
NOTARY PUBLIC  
My commission expires: 12/09/14

**EXHIBIT A**

**AOKX 494400 through AOKX 494599, inclusive**

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 12/29/11

Edward M Luria  
Edward M Luria